FORM D



UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

OMB APPROVAL OMB Number: 3235-0076 Expires: May 31, 2005 Estimated average burden

Bours per response.....16.00

NOTICE OF SALE OF SECURITIES SEC USE ONLY PURSUANT TO REGULATION SECTION 4(6), AND/OR DATE RECEIVED

UNIFORM LIMITED OFFERING EXEMPTION
Name of Offering (check if this is an amendment and name has changed, and indicate change.)
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE Type of Filing: New Filing Amendment
A. BASIC IDENTIFICATION DATA
1. Enter the information requested about the issuer
Name of Issuer (check if this is an amendment and name has changed, and indicate change.) Stoney Brook Village Realty LLC
Address of Executive Offices (Number and Street, City, State, Zip Code) 100 Grandview Road, Suite 207, Braintree, MA 02184 Telephone Number (Including Area Code) (781) 849-0011
Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices)
Brief Description of Business Acquisition ownership and operation of residential apartment complex PROCESSEI
Type of Business Organization corporation
Month Year Actual or Estimated Date of Incorporation or Organization: 07.03 x Actual Estimated Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction)
GENERAL INSTRUCTIONS
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).
When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on

which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

- ATTENTION -

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

> Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Beach promoter of the issuer, if the issuer has been organized within the past for years: Each beenfeltal owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issue. Each general and managing partner of partnership issuers. Heck Box(es) that Apply: B Promoter Beneficial Owner Beneficia	Enter the information requested for the following:	<u>سيدية مقطعة تفريق أنها الخطيطة المستمين</u> ومدالة المستمين		
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C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

	Type of Security	Aggregate	Amount Already
	.,	Offering Price	Sold
	Debt membership interests	\$	\$
	Equity membership interests	\$4,200,000	\$
	KXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX		
	Convertible Securities (including warrants)	\$	\$
	Partnership Interests		
	Other (Specify participating notes)	\$ 2,000,000	\$
	Total	§ 6,200,000	\$
	Answer also in Appendix, Column 3, if filing under ULOE.	•	
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		A 44
		Number Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors		\$
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.		
	Type of Offering	Type of Security	Dollar Amoun Sold
	Rule 505		\$
	Regulation A		\$
	Rule 504		\$
	Total		\$
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of th securities in this offering. Exclude amounts relating solely to organization expenses of the insurer The information may be given as subject to future contingencies. If the amount of an expenditure i not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$0
	Printing and Engraving Costs	X	\$ 10,000
	Legal Fees		\$ 50,000
	Accounting Fees		\$ 25,000
	Engineering Fees		\$0
	Sales Commissions (specify finders' fees separately)	<u>X</u>	\$ <u>620,000</u>
	Other Expenses (identify) Consulting fees, broker expense reimburs manager syndication fee	ements and	\$ 108,000
	Total		

Enter the difference between the aggregate offering price given in response to Part C — Question nd total expenses furnished in response to Part C — Question 4.a. This difference is the "adjusted groceeds to the issuer."	oss	\$5,387,000
ndicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used ach of the purposes shown. If the amount for any purpose is not known, furnish an estimate a check the box to the left of the estimate. The total of the payments listed must equal the adjusted group or occeeds to the issuer set forth in response to Part C — Question 4.b above.	and	
	Payments to Officers, Directors, & Affiliates	Payments to Others
Salaries and fees	<u>X</u> \$ <u>296,00</u>	Ω [] \$
Purchase of real estate including acquisition and financing costs	\$	¥ \$4,286,588
Purchase, rental or leasing and installation of machinery		
and equipment		-
Construction or leasing of plant buildings and facilities	🗌 \$	_ 🗆 🖫
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	□ \$	\Box \$
Repayment of indebtedness		
Working capital		
Other (specify): organization expenses and capital improvements		
	 	[] \$
Column Totals	X \$ 296,00	00 X \$5,091,000
Total Payments Listed (column totals added)	K \$_	5,387,000
D. FEDERAL SIGNATURE		

5.

the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Signature

Signature

Date

Signature
Stoney Brook Village Realty LLC

Name of Signer (Print or Type)

Richard J. High

Signature

10/21/03

Title of Signer (Print or Type)

President of Corcoran Millis Services LLC,
Manager of Issuer

- ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

I. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification Yes No provisions of such rule? See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
Stoney Brook Village Realty LLC	Knuth	10/21/03
Name (Print or Type) Richard J. High	Title (Print or Type) President of Corcoran Mil Manager of the issuer	llis Services LLC,

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

1	investors	to sell	Type of security and aggregate offering price offered in state (Part C-Item 1)		· · · · · · · · · · · · · · · · · · ·					
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
AL										
AK										
AZ										
AR										
CA	Х		\$6,200,000 in units & notes						Х	
СО	Х		\$6,200,000 in units & notes	n					Х	
CT		1	diffes a noces	2						
DE										
DC										
FL	Х		\$6,200,000 i units & note	n s 1	25,000				X	
GA										
HI										
ID										
IL	Х		\$6,200,000 i units & note						X	
IN	х		\$6,200,000 i	n s					Х	
IA										
KS										
KY										
LA										
ME	3									
MI										
MA	X		\$6,200,000 units & not						Х	
M	I									
Mì	X		\$6,200,000 units & not	in es					Х	
M	s									

APPEÑDIX

1	Intend to non-ac	Type of security and aggregate to non-accredited investors in State (Part B-Item 1) Type of security and aggregate offering price offered in state (Part C-Item 1)				Disquali under Sta (if yes, explana waiver (Part E-	te ULOE attach tion of granted)		
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
МО									
МТ									
NE									
NV									
NH									
NJ	X		\$6,200,000 in units & notes						Х
NM									
NY		X	\$6,200,000 ir units: & notes	1		·			X
NC									
ND		<u> </u>							
ОН	<u> </u>								ļ
OK									ļ
OR	<u> </u>		A C 200 200 :						
PA	X		\$6,200,000 in units & notes	l s	50,000				X
RI									
SC	-			ļ			 	_	
SD									
TN		-							+
TX						<u> </u>			
UT			h/00 000 :						+
VT			\$400,000 in units & note	s					X
VA				-					
WA			 						
WY						-			-
W									

APPENDIX

1		2	3				5 Disqualification			
	to non-a investor	I to sell accredited is in State I-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)					
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
WY										
PR										